



RECORDATION NO. 7695-4 Filed 1425

BURLINGTON NORTHERN

OCT 10 1978 1 40 PM

INTERSTATE COMMERCE COMMISSION

Frank S. Farrell
Vice President-Law

RECORDATION NO. 8759-2 Filed 1425

OCT 10 1978 1 40 PM

INTERSTATE COMMERCE COMMISSION

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Attorneys

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

October 2, 1978

Dear Sir:

Enclosed for filing, pursuant to Section 20c of the Interstate Commerce Act, are the original and two copies of two Statements of New Road Numbers dated October 2, 1978, supplementing certain leases of railroad equipment, conditional sales agreements and assignments.

A general description of the equipment covered by the enclosed statements is as follows: General Motors Model SD-40-2, 3000 hp. diesel-electric locomotives, General Electric Company and General Motors Corporation, Builders, Colorado and Southern Road Nos. 930 through 961, both inclusive.

The original leases of railroad equipment, conditional sales agreements and assignments were recorded with the Interstate Commerce Commission, pursuant to Section 20c of the Interstate Commerce Act and assigned recordation numbers as follows:

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc. -		
Conditional Sales Agreement dated as of September 15, 1974	11/1/74	7695
Agreement and Assignment dated as of September 15, 1974	11/1/74	7695-A
Conditional Sales Agreement dated as of September 15, 1974	11/1/74	7695-B
Agreement and Assignment dated as of September 15, 1974	11/1/74	7695-C
Lease of Railroad Equipment dated as of September 15, 1974	11/1/74	7695-D

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ICC Washington, D. C.

October 2, 1978

	<u>Date Recorded</u>	<u>Recordation Number</u>
Assignment of Lease and Agreement dated as of September 15, 1974	11/1/74	7695-E
Amendment Agreement dated as of April 19, 1975	5/9/75	7695-F
Amendment Agreement dated as of July 1, 1975	10/2/75	7695-G

The name and address of the party to the Statement of New Road Numbers supplementing the above agreements is as follows:

Burlington Northern Inc., Lessee,
whose address is
176 East Fifth Street
St. Paul, Minnesota 55101

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc. -		
Conditional Sales Agreement dated as of December 30, 1976	3/24/77	8759
Agreement and Assignment dated as of December 30, 1976	3/24/77	8759-A
Lease of Railroad Equipment dated as of December 30, 1976	3/24/77	8759-B

The name and address of the party to the Statement of New Road Numbers supplementing the above agreements is as follows:


Burlington Northern Inc., Lessee,
whose address is
176 East Fifth Street
St. Paul, Minnesota 55101

Also enclosed is a check in the amount of \$20.00 payable to you as Secretary of the Commission covering \$10.00 cost of each recording of the attached Statements of New Road Numbers.

October 2, 1978

Please stamp one copy with the recordation data of the Commission and return it to the bearer of this letter, Mrs. Carolyn Kunkel, Kunkel Transportation Services, Inc., Pennsylvania Building, Suite 523, 435 13th Street N.W., Washington, D.C. 20004.

Very truly yours,


James W. Becker
Assistant General Solicitor

SKS:DBF:10-11

Attachments

AMENDMENT AGREEMENT dated as of July 1, 1975 between Trust Company for USL, Inc., as Trustee under a Trust Agreement dated as of September 15, 1974 with American Road Equity Corporation and Burlington Northern Inc.

WHEREAS, the parties hereto are parties to a Lease of Railroad Equipment dated as of September 15, 1974 (hereinafter referred to as the Lease) and desire to amend the same as hereafter provided;

NOW, THEREFORE, in consideration of the premises, the parties hereto agree that;

1. Page 20 of the Lease is amended by deleting therefrom the second full paragraph of said page.
2. Schedule II to the Lease is hereby amended by changing the Percentage of Purchase Price of Units from 6.3600% to 6.4682% during Payments 10 - 29.
3. Except as hereinabove amended, the Lease shall remain in full force and effect. Although for convenience this Agreement is dated as of the date first set forth above, the actual date or dates of execution hereof by the parties hereto for or are, respectively, the date or dates stated in the acknowledgement hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective corporate names by officers thereunto duly authorized, and their respective corporate seals to be affixed and duly attested all as of the date first above written.

ATTEST:

J. A. Deming
Assistant Secretary

BURLINGTON NORTHERN INC.

John A. Collins
Vice President

RECORDATION NO. 7695

OCT 2 1975 - 11 00 AM

ATTEST:

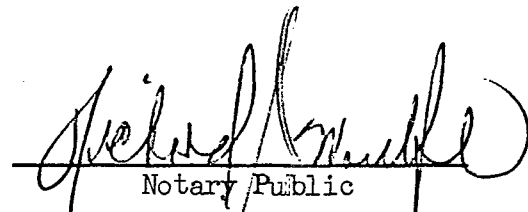
[Signature]
Assistant Secretary

INTERSTATE COMMERCE COMMISSION COMPANY FOR USL, INC., as Trustee,

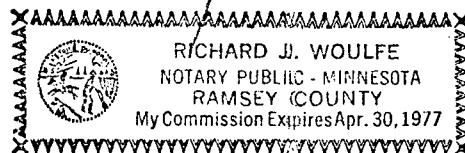
By Ben Marshall
Vice President

STATE OF MINNESOTA)
COUNTY OF RAMSEY) S.S.

On this 10th day of July, 1975, before me personally appeared JOHN C. ASHTON, to me personally known, who, being by me duly sworn, says that he is a Vice President of Burlington Northern Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:



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STATE OF CALIFORNIA)
COUNTY OF SAN) S.S.
FRANCISCO)

On this 11TH day of JULY, 1975, before me personally appeared BEA MAUSHARDT, to me personally known, who, being by me duly sworn, says that he is a ~~Vice~~ President of Trust Company for USL, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Walter G. Michael
Notary Public

My Commission Expires: December 6, 1975